

Esperion Therapeutics, Inc.
Form SC 13G
February 07, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ___)*

Esperion Therapeutics, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

29664W-10-5
(CUSIP Number)

December 31, 2013
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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29664W-10-5

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aisling Capital II, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

2,125,831

6 SHARED VOTING POWER

OWNED
BY EACH
REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

2,125,831

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,125,831 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.8%

12 TYPE OF REPORTING PERSON

PN

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29664W-10-5

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aisling Capital Partners, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

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Delaware

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BENEFICIALLY

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BY EACH
REPORTING
PERSON
WITH

0

7 SOLE DISPOSITIVE POWER

2,125,831

8 SHARED DISPOSITIVE POWER

0

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13.8%

12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aisling Capital Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

2,125,831

6 SHARED VOTING POWER

OWNED
BY EACH
REPORTING

0

7 SOLE DISPOSITIVE POWER

PERSON
WITH

2,125,831

8 SHARED DISPOSITIVE POWER

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12 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steve Elms

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0

6 SHARED VOTING POWER

OWNED
BY EACH
REPORTING
PERSON
WITH

2,125,831

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,125,831

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13.8%

12 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dennis Purcell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0

6 SHARED VOTING POWER

OWNED
BY EACH
REPORTING
PERSON
WITH

2,125,831

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,125,831

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12 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Andrew Schiff

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

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United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0

6 SHARED VOTING POWER

OWNED
BY EACH
REPORTING
PERSON
WITH

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7 SOLE DISPOSITIVE POWER

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8 SHARED DISPOSITIVE POWER

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SHARES

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13.8%

12 TYPE OF REPORTING PERSON

IN

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ITEM(a)
1.

Name of Issuer:

Esperion Therapeutics, Inc. (the "Issuer")

(b)

Address of Issuer's Principal Executive Offices:

46701 Commerce Center Drive, Plymouth, MI 48170

ITEM(a)
2.

Name of Person Filing:

This Schedule 13G (this "Statement") is being filed by the following persons (collectively, the "Reporting Persons"):

- (i) Aisling Capital II, LP, a Delaware limited partnership ("Aisling");
- (ii) Aisling Capital Partners, LP, a Delaware limited partnership ("Aisling Partners" and a general partner of Aisling);
- (iii) Aisling Capital Partners LLC, a Delaware limited liability company ("Aisling Partners GP" and a general partner of Aisling Partners);
- (iv) Mr. Steve Elms ("Mr. Elms" and a managing member of Aisling Partners GP);
- (v) Mr. Dennis Purcell ("Mr. Purcell" and a managing member of Aisling Partners GP); and
- (vi) Mr. Andrew Schiff ("Mr. Schiff" and a managing member of Aisling Partners GP).

(b) Address of Principal Business Office, or if None, Residence:

The address of the principal business offices of each of the Reporting Persons is 888 Seventh Avenue, 30th Floor, New York, New York 10106.

(c) Citizenship:

- (i) Aisling — a Delaware limited partnership
- (ii) Aisling Partners — a Delaware limited partnership
- (iii) Aisling Partners GP — a Delaware limited liability company
- (iv) Mr. Elms — United States
- (v) Mr. Purcell — United States
- (vi) Mr. Schiff — United States

- (d) Title of Class of Securities:
Common Stock, par value \$0.001 per share (the "Common Stock").
- (e) CUSIP Number:
29664W-10-5

IF THE MIF THIS STATEMENT IS FILED PURSUANT TO §240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK
3. WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o)
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E)
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
-

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- (g) A Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP

- (a) Amount beneficially owned:

Each of the Reporting Persons may be deemed to beneficially own an aggregate of 2,125,831 shares of Common Stock, consisting of (i) 2,054,594 shares of Common Stock and (ii) a warrant to purchase 71,237 shares of Common Stock exercisable immediately at an exercise price calculated in accordance with the terms of the warrant.

- (b) Percent of class:

Based on the calculations made in accordance with Rule 13d-3(d), each of the Reporting Persons may be deemed to beneficially own approximately 13.8% of the outstanding Common Stock.

All percentages of ownership of the Common Stock by Reporting Persons presented in this Statement is based on 15,357,413 shares which is the total outstanding number of shares of the Common Stock reported in the Issuer's quarterly report on Form 10-Q filed with the Securities Exchange Commission by the Issuer on November 6, 2013.

- (c) Number of shares as to which such person has:

(i), (iii) Sole power to vote or to direct the vote

Each of Aisling, Aisling Partners and Aisling Partners GP may be deemed to have sole power to direct the voting and disposition of the 2,125,831 shares of Common Stock beneficially owned by Aisling.

(ii), (iv) Shared power to vote or to direct the vote

By virtue of the relationships between and among the Reporting Persons as described in Item 2, each of Mr. Elms, Mr. Purcell and Mr. Schiff may be deemed to share the power to direct the voting and the disposition of the 2,125,831 shares of Common Stock beneficially owned by Aisling.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The partners of Aisling have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the account of Aisling in accordance with their ownership interests in Aisling.

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

ITEM 10. CERTIFICATIONS.

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2014

AISLING CAPITAL II, LP
By: Aisling Capital Partners, LP,
As its General Partner
By: Aisling Capital Partners, LLC,
As its General Partner

By: /s/ Lloyd Appel
Name: Lloyd Appel
Title: Chief Financial Officer

AISLING CAPITAL PARTNERS, LP
By: Aisling Capital Partners, LLC,
As its General Partner

By: /s/ Lloyd Appel
Name: Lloyd Appel
Title: Chief Financial Officer

AISLING CAPITAL PARTNERS, LLC

By: /s/ Lloyd Appel
Name: Lloyd Appel
Title: Chief Financial Officer

STEVE ELMS

By: /s/ Steve Elms

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DENNIS PURCELL

By: /s/ Dennis Purcell

ANDREW SCHIFF

By: /s/ Andrew Schiff

EXHIBIT INDEX

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.
